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FOREIGN PROFIT QUALIFICATION

Express Scripts, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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DIVISION OF CORPORATION

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12-3-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Express Scripts, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 43-7420563

(FBI number, if applicable)

4. 03/27/1992

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)

7. 13900 Riverport Drive

(Principal office address)

> Both Same

Maryland Heights, MO 63043

(Current mailing address)

8. any lawful act or activity

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C.T. Corporation System

Office Address: 1280 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

J. L. Miles, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC-02-2003 14:05

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A. DIRECTORS

Chairman: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Martin P. Atkins, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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Express Scripts, Inc. - Officers and Directors

<i>Name</i>	<i>EST Dir-Off Des</i>	<i>Residence Address</i>
Toah, Barret A.	Chairman of the Board & Chief Executive Officer	42 Portland Place, St. Louis, MO 63108
Paz, George	President and Chief Financial Officer	8018 Gannon Ave., St. Louis, MO 63128
Lowenberg, David A.	Chief Operating Officer	23 Broadview Farm Road, Creve Coeur, MO 63141
Baigomb, Susan L.	Executive Vice President/Director	13310 Kings Glen Drive, St. Louis, MO 63131
Logsdon, Linda L.	Executive Vice President	2604 Brockridge, St. Charles, MO
Boudreau, Thomas M.	Senior Vice President, General Counsel & Corporate Secretary	13323 Kings Glen Dr., St. Louis, MO 63131
Tenholder, Edward J.	Senior Vice President & Chief Information Systems Officer	11296 Briarstone Drive St. Louis, MO 63128
Porter, Douglas W.	Senior Vice President of Client Services	1501 Locust, Unit 1007, St. Louis, MO 63103
Weinrich, Darryl E.	Vice President, Chief Accounting Officer and Controller	18221 Marina Del Ray Lane, Wildwood, MO
Castell Jr., Carroll K.	Senior Vice President of Supply Chain Management	49 Crestwood Drive, Clayton, MO 63105
Ray-Giroud, Agnes	Senior Vice President of Program Development	134 Chippenham Lane, Chesterfield, MO 63005
Ignaszak, Edward B.	Senior Vice President of Sales and Account Management	2201 Dunhill Way Court, Clarkson Valley, MO 63005
Salamone, Michael A.	Vice President and Treasurer	2158 Trailcrest Drive, St. Louis, MO 63122
Akins, Martin P.	Assistant Secretary	9336 Sonora, St. Louis, MO 63144
Ruttenberg, Valerie	Assistant Secretary	12511 Huntingdon Lane, Minnetonka, MN 55304
Low, Jennifer Goldberg	Assistant Secretary	18 Sherwyn Lane, St. Louis, MO 63141
Benarav, Gary G.	Director	333 East 57th Street, Apt. 15A, New York, NY 10022
Borrelli, Frank	Director	13 Parlo's Drive, New City, NY 10958
LaHowthic, Nick	Director	13 New Albany Farms, New Albany, OH 43054
Mac Manon, Thomas F.	Director	1 Deer Ridge Drive, Morristown, NJ 07960
Parker, John O.	Director	132 Colfax Road, Skillman, NJ 07960
Sternberg, Seymour	Director	3 Stoneleigh Manor Lane, Purchase, NY 10577
Wakman, Howard L.	Director	870 U.N. Plaza, Apt. 10F, New York, NY 10017
Zachary, Norman	Director	257 Prince Street, West Newtown, MA 02465

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Delaware

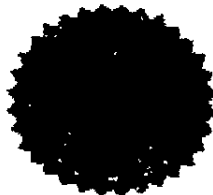
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXPRESS SCRIPTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2778776

020767136

DATE: 12-01-03